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Company Announcements Office  
Australian Securities Exchange  
**SYDNEY NSW 2000**

20 April 2009

**Rio Tinto Limited - 2009 Buy-Back Authority**

At the 2008 Annual General Meeting of Rio Tinto Limited (*Rio Tinto*), shareholders renewed the authority of Rio Tinto to buy back Rio Tinto shares on-market and to buy back Rio Tinto shares held by Tinto Holdings Australia Pty Limited (*THA*), a subsidiary of Rio Tinto plc, under a selective buy-back agreement (the **2008 RTL-THA Agreement**).

At the 2009 Rio Tinto Annual General Meeting held on 20 April 2009, Rio Tinto shareholders renewed the approval to buy back Rio Tinto shares held by THA granted to Rio Tinto in 2008. We enclose an Appendix 3D notice which sets out the changes to the details of the buybacks.

In accordance with this renewed shareholder approval, Rio Tinto intends to enter into a new selective buy-back agreement with THA (the **2009 RTL-THA Agreement**). If any buybacks from THA are to occur in the future under the renewed shareholder approval referred to above, they will occur under the 2009 RTL-THA Agreement (not the 2008 RTL-THA Agreement).

Yours faithfully



Stephen Consedine  
Company secretary

# Appendix 3D

## Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001.

Name of entity	ABN
Rio Tinto Limited ( <i>RTL</i> )	96 004 458 404

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	24 April 2008 (Appendix 3D)
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### Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
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#### On-market buy-back

2	Name of broker who will act on the company's behalf		
3	Deleted 30/9/2001.		

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3D**  
**Changes relating to buy-back**

<p>4 If the company intends to buy back a maximum number of shares - that number</p>	<p>Under the shareholder authority granted at the Annual General Meeting held on 24 April 2008, in the period until (and including) the date of the RTL 2009 Annual General Meeting or 23 April 2009 (whichever is the later), the aggregate of shares bought back under that authority on-market will not exceed 28.57 million shares. No shares have been bought back under this authority.</p>	<p>Rio Tinto did not seek to renew the 2008 authority to buy back shares on-market.</p>
<p>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares already bought back and shares remaining to be bought back. If the total has not changed, the item does not need to be completed.</p>	<p><b>Column 1</b>          (Details announced to market in Appendix 3C or last Appendix 3D)</p>	<p><b>Column 2</b>          (Details of change to buy-back proposals)</p>
<p>5 If the company intends to buy back a maximum number of shares - the number remaining to be bought back</p>	<p>See Item 4.</p>	<p>See Item 4.</p>
<p>6 If the company intends to buy-back shares within a period of time - that period of time; if the company intends that the buy-back be of unlimited duration - that intention</p>	<p>See Item 4.</p>	<p>See Item 4.</p>
<p>7 If the company intends to buy back shares if conditions are met - those conditions</p>		

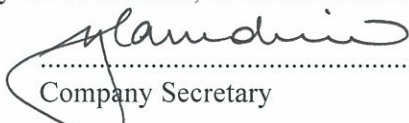
<sup>+</sup> See chapter 19 for defined terms.

**All buy-backs**

8	Any other change	At the 2008 RTL Annual General Meeting held on 24 April 2008, RTL shareholders renewed the authority to buy back from time to time, at a price no more than the then market price (as determined in the agreement), up to all the ordinary shares in RTL held by Tinto Holdings Australia Pty Limited (a subsidiary of Rio Tinto plc) under a selective buy-back agreement. The terms of the shareholder authority granted at the 2008 RTL Annual General Meeting permit such buy-backs in the period until (and including) the date of the RTL 2009 Annual General Meeting or 23 April 2009 (whichever is the later).	At the 2009 RTL Annual General Meeting held on 20 April 2009, RTL shareholders renewed the authority to buy back from time to time, at a price no more than the then market price (as determined in the agreement), up to all the ordinary shares in RTL held by Tinto Holdings Australia Pty Limited (a subsidiary of Rio Tinto plc) under a selective buy-back agreement. The terms of the shareholder authority granted at the 2009 RTL Annual General Meeting permit such buy-backs in the period until (and including) the date of the RTL 2010 Annual General Meeting or 19 April 2010 (whichever is the later).
9	Reason for change	To refresh the shareholder authority granted in 2008. For further detail, see the Explanatory Notes lodged with the ASX on 17 March 2009 for the RTL Annual General Meeting held on 20 April 2009.	
10	Any other information material to a shareholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> )	See the Explanatory Notes lodged with the ASX on 17 March 2009 for the RTL Annual General Meeting held on 20 April 2009.	

**Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 20 April 2009  
Company Secretary

Print name: Stephen Consedine

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<sup>+</sup> See chapter 19 for defined terms.